TD AMERITRADE

Self-Directed Brokerage Account (SDBA)

WHAT IS AN SDBA?

The TD AMERITRADE SDBA is a self-directed brokerage account offered through TD AMERITRADE, a division of TD AMERITRADE, Inc., that allows you to invest in a range of mutual funds not offered in your Deferred Compensation Plan.

FOR WHOM IS THIS INVESTMENT OPTION APPROPRIATE? The TD AMERITRADE SDBA is for knowledgeable investors who acknowledge and understand the risks associated with many of the investment choices available through the SDBA.

By utilizing the account, you acknowledge that **none** of the available options in the SDBA have been reviewed for suitability by your employer, Plan sponsor, TD AMERITRADE, or Great-West Retirement Services®, your service provider. You are solely responsible for determining suitability of the options that are available through the SDBA. You agree to fully indemnify and hold harmless your employer, Plan sponsor, TD AMERITRADE or Great-West Retirement Services, and any and all service providers to the Plan, against any claims, damages or other possible causes of actions resulting from your use of the SDBA. Before investing in any investment company, investors should carefully consider a fund's investment objectives, risks, charges and expenses. Fund prospectuses contain this and other important information and may be obtained by calling TD AMERITRADE at (866) 766-4015. Investors should read prospectuses carefully before investing.

How Do I GET STARTED? This is a Web-based feature only. Go to the www.treasury.state.tn.us/dc¹ Web site, then click the "Great-West Account Access" link. Log in to your account and click on the "Change Account" link on the left-hand side of the screen. Then select "Transfer Into Self-Directed Brokerage." Download and print out the participant enrollment form. Then fax or mail your completed form to TD AMERITRADE at (816) 243-3769 or PO Box 2226, Omaha, NE 68103-2226.

How do I transfer money into my SDBA?

To initiate transfers into the selfdirected option, login to your Plan's Web site at www.treasury.state.tn.us/dc. Transfers must be made into the SDBA money market fund at TD AMERITRADE first. Then, through TD AMERITRADE, you can purchase other investments. Also, when moving money back to your Plan's core funds through Great-West Retirement Services, TD AMERITRADE assets must be liquidated and settled to the SDBA money market fund first, then moved to the core funds. An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the fund seeks to preserve the value of your investment at \$1 per share, it is possible to lose money by investing in the fund.

In order to participate in the SDBA, you must have a minimum account balance of \$20,000 in your 457 or 401(k) account. The minimum initial transfer to the SDBA must be at least \$5,000. The minimum for subsequent transfers is \$1,000. If your transfer request does not meet the minimum amount, your transfer will not be completed. The greater of 50% of your total account balance or \$15,000 must remain in your core funds at all times.

WHAT KIND OF ACCESS WILL I HAVE TO FUNDS IN THE SDBA? When you transfer money from your core funds into the TD

AMERITRADE SDBA, the money will be automatically allocated to the TD AMERITRADE Money Market Fund within approximately two business days. Once you see the transferred money in your TD AMERITRADE Money Market Fund, you may then purchase mutual funds in your SDBA.

How do I make changes to my SDBA?

Visit the TD AMERITRADE Web site at www.tdameritraderetirement. com, use TD AMERITRADE's touch-tone telephone service or voice-activated telephone service at (866) 766-4015, or call the dedicated SDBA call center at (866) 766-4015 to change your investments in the SDBA.

How do I transfer money back to my Plan's core funds?

Visit the TD AMERITRADE Web site at www.tdameritraderetirement.com or use the voice-activated telephone service at (866) 766-4015 to transfer money from the TD AMERITRADE SDBA to your core funds. You will need to:

- Instruct TD AMERITRADE to liquidate the mutual funds in your SDBA.
- Wait for the proceeds to settle and be invested in your TD AMERITRADE Money Market Fund.
- 3. Transfer assets from your TD AMERITRADE Money Market Fund to a fund(s) in your core Plan.

Direct distributions from your SDBA are not permitted.

- Partial transfers from your TD AMERITRADE Money Market Fund will be allocated to the core fund(s) you have indicated within approximately two business days.
- For full liquidation of your TD AMERITRADE Money Market Fund, use the "Transfer All"

button on your Plan's Web site. Money transferred into a core fund will be allocated to the fund you have indicated within approximately four business days. Additional time is needed for this transaction in order to transfer any accrued interest or dividends.

How can I manage my SDBA BALANCE?

To access your account, visit www.tdameritraderetirement.com, or call TD AMERITRADE at (866) 766-4015.

WHAT DO I DO IF I WANT TO MAKE A WITHDRAWAL?

If you are requesting a payout, you must transfer money from your TD AMERITRADE SDBA back to your Plan's core funds. If you have requested a voluntary payout but have insufficient money in your Plan's core funds, the request will be cancelled. If the payout is due to a required distribution, such as a required minimum distribution, and you have insufficient money in your Plan's core funds, your SDBA may be liquidated and the account closed. You will be responsible for any losses or expenses associated with the liquidation.

WHO SENDS ME STATEMENTS?

Great-West Retirement Services will continue to send quarterly statements. The statement you currently receive will include the total TD AMERITRADE SDBA balance should you choose to utilize this feature. In addition, you will also start receiving a separate quarterly or

monthly TD AMERITRADE statement (depending on the activity within your SDBA) that will include detailed account activity and balances for the funds you've chosen within the TD AMERITRADE account.

How much does it cost to participate in the SDBA?

Great-West Retirement Services charges a \$60 annual administrative fee and a 0.25% annual recordkeeping fee for utilizing the TD AMERITRADE SDBA; both fees are deducted quarterly. The recordkeeping fee will be deducted pro-rata against your remaining core funds based on the TD AMERITRADE balances.

TD AMERITRADE may charge additional transaction fees depending on the investment option(s) you choose.

Note: The account balance on your Great-West Retirement Services and your TD AMERITRADE statements may be slightly different due to different period ending dates (for example, one may be as of the last day of the quarter, while the other may be as of the last business day).

TD AMERITRADE and Great-West Retirement Services are separate and unaffiliated companies. TD AMERITRADE is not responsible for third-party financial or investment information or services, including market data provided by the exchanges. TD AMERITRADE, Division of TD AMERITRADE, Inc., member NASD/SIPC. TD AMERITRADE is a trademark jointly owned by TD AMERITRADE IP Company, Inc. and The Toronto-Dominion Bank. Used with permission. Self-directed brokerage accounts are not deposits or obligations of any bank, are not guaranteed by any bank, are not insured by the FDIC or any other agency, and involve investment risks, including the possible loss of the principal amount invested. Great-West Retirement Services® refers to products and services offered through Great-West Life & Annuity Insurance Company and its subsidiaries and affiliates. Securities available through the self-directed brokerage account are offered through TD AMERITRADE, Inc. Core securities, when offered, are offered through GWFS Equities, Inc., a wholly owned subsidiary of Great-West Life & Annuity Insurance Company. Not intended for use in New York. Great-West Retirement Services® and KeyTalk® are registered service marks of Great-West Life & Annuity Insurance Company. All rights reserved.

© 2006 Great-West Life & Annuity Insurance Company. Great-West confidential and proprietary. Cannot be used, disclosed, distributed or reproduced without the prior written permission of Great-West Life & Annuity Insurance Company.

¹ Access to KeyTalk and the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades/maintenance or other reasons. Transfer requests made via the Web site or KeyTalk received on business days prior to close of the New York Stock Exchange (4:00 p.m. Eastern Time or earlier on some holidays or other special circumstances) will be initiated at the close of business the same day the request was received. The actual effective date of your transaction may vary depending on the investment option selected.